

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re:)
)
) Chapter 11
DELPHI CORPORATION, et al.,) Case No. 05-44481 (RDD)
) Jointly Administered
Debtors.)
-----x

AFFIDAVIT OF TERRY IWASAKI IN SUPPORT OF RESPONSE OF METALDYNE
CORPORATION AND METALDYNE MACHINING AND ASSEMBLY COMPANY,
INC. TO DEBTORS' (I) THIRD OMNIBUS OBJECTION (SUBSTANTIVE) PURSUANT
TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007 TO CERTAIN (A) CLAIMS WITH
INSUFFICIENT DOCUMENTATION, (B) CLAIMS UNSUBSTANTIATED BY
DEBTORS' BOOKS AND RECORDS, AND (C) CLAIMS SUBJECT TO
MODIFICATION AND (II) MOTION TO ESTIMATE CONTINGENT AND
UNLIQUIDATED CLAIMS
PURSUANT TO 11 U.S.C. § 502(c)

STATE OF MICHIGAN)
)ss
COUNTY OF WASHTENAW)

Terry Iwasaki, being duly sworn, deposes and states as follows:

1. I am the Vice President of Finance, Commercial Operations and Metaldyne Asia, of Metaldyne Corporation and Metaldyne Machining and Assembly Company, Inc. (together, "Metaldyne"). Metaldyne is an automotive parts supplier that has provided in the past prior to these cases and continues to provide goods and services to the Debtors.

2. Except as otherwise indicated, all facts set forth in this Affidavit are based upon my personal knowledge, information and belief, information supplied to me by other employees of Metaldyne, or information learned from records kept in the ordinary course of business that

were reviewed by me or other employees of Metaldyne. If called as a witness, I would testify competently to the matters set forth herein.

3. Prior to the Petition Date, Metaldyne supplied certain parts (the "Parts") to Delphi Automotive Systems LLC ("Delphi Automotive"). Metaldyne was not paid and is owed as of the Petition Date \$46,417.44 for Parts invoices described in Attachment 1 hereto. The amount of each invoice, the amount paid, if applicable, and the amount due, is reflected on the Attachment. Copies of these invoices are included in Attachment 1.

4. Also prior to the Petition Date, Metaldyne incurred \$131,124.71 in costs under the GMX 130 program, which is still outstanding. Metaldyne was entitled to be paid these costs (the "Cancellation Costs") upon cancellation of the GMX 130 program. Delphi Automotive has agreed, pursuant to the purchase order and associated documentation attached as Attachment 2 hereto, to purchase from Metaldyne \$115,671.77 of goods. Upon such purchase, Metaldyne shall withdraw its claim for the Cancellation Costs.

5. Furthermore, prior to the Petition Date, Metaldyne obtained on behalf of and/or supplied to Delphi Automotive certain tooling (the "Tooling"). Metaldyne was not paid and is owed as of the Petition Date \$370,700.00 for Tooling invoices described in Attachment 3 hereto. Copies of these invoices are included in Attachment 3. The Tooling claims are secured by lien rights.

6. On or around July 28, 2006, Metaldyne filed a proof of claim (the "Proof of Claim") in these cases covering the claims described herein, which proof of claim contains additional support and documentation underlying Metaldyne's claims.

FURTHER AFFIANT SAYETH NOT.

Terry Iwasaki 11/21/06
TERRY IWASAKI

Subscribed and sworn to before me
This 21 day of November, 2006.

Bonita L. Nish
NOTARY PUBLIC
My Commission Expires: 6-15-2011

Bonita L. Nish, Notary Public
State of Michigan, County of Wayne
My Commission Expires 6/15/2011
Acting in the County of Wayne

Invoice No.	Invoice Amount	Amount Due
51415	\$12,954.82	\$306.58
51440	\$33,360.30	\$1,455.00
51448	\$12,954.82	\$306.58
51455	\$23,134.86	\$1,017.83
51457	\$33,360.30	\$7,579.58
51460	\$26,424.34	\$7,274.23
51471	\$22,256.20	\$9,800.01
51475	\$25,909.64	\$306.58
51478	\$32,412.24	\$1,402.83
51486	\$13,961.88	\$610.69
51488	\$27,785.27	\$2,983.33
51492	\$13,401.54	\$745.20
51497	\$23,656.62	\$949.35
51504	\$12,410.56	\$542.84
51507	\$1,097.48	\$1,097.48
51510	\$29,216.18	\$1,269.06
51540	\$27,009.61	\$1,165.35
51542	\$25,909.64	\$1,440.72
51543	\$26,901.65	\$1,165.34
51547	\$20,725.44	\$897.80
51554	\$17,550.83	\$762.09
51556	\$25,016.20	\$1,391.04
51557	\$20,617.49	\$897.81
51568	\$13,401.54	\$745.20
51569	\$21,922.68	\$945.44
51830	\$7,147.48	\$7,147.48

Subtotal: \$54,205.44

Minus unapplied cash on the following
invoices:

50669	-\$6,510.76
51098	-\$607.97
7012005	-\$21.16
11050669	-\$648.11

TOTAL: \$46,417.44

Metaldyne

734/207-6200

47603 Halyard Drive, Plymouth MI 48170-2429

Affidavit

REMIT TO: LOCKBOX # 23305 * *NEW**
 METALDYNE MACHINING & ASSEMBLY
 COMPANY, INC. - GREENVILLE
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

INVOICE NUMBER: 10 51415
 INVOICE DATE: 7/11/05

SOLD TO: 60150 DELPHI CORPORATION
 ACCOUNTS PAYABLE
 P. O. BOX 1550
 FLINT, MI. 48501-1550

SHIP TO: DELPHI CHASSIS SYSTEMS
 SAGINAW OPERATIONS
 2328 E GENESSEE AVE
 SAGINAW, MI. 48414

77609

13:03:00

11/22/06 Entered 13:03:00
 Pg 5 of 60

DATE SHIPPED	SHIPPER #	SUPPLIER	TERM	SHIPPED FROM	SHIPPED VIA				
7/11/05	10 51415	805338399	NET 25TH PROX	GREENVILLE OPERATION GREENVILLE, N.C.	MENLO LOGISTICS				
CUSTOMER ORDER NO.	CUSTOMER PART NUMBER	CUSTOMER PART NUMBER / COMMENTS	METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
0550037278	18079796	CATERA CTS-V KNUCKLE LH	18079796-MP	1 ()		013233	870	14.89060	12,954.82
0550037278	18079797	CATERA CTS-V KNUCKLE RH	18079797-MP	1 ()		013233	870	14.89060	12,954.82
		CUSTOMER DAMAGE				110.1210.			
							58		

300.58 due

 ** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

25,909.64

47603 Halyard Drive, Plymouth MI 48170-2429

metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51440
COMPANY, INC. - GREENVILLE INVOICE DATE: 7/18/05
23305 NETWORK PLACE
CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
ACCOUNTS PAYABLE
P.O. BOX 1550
FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS
37618

3100 NEEDMORE ROAD
DOCK 101
DAYTON, OH. 45414

DATE SHIPPED		SHIPPER # SIO #	SUPPLIER CODE	TERM	SHIPPED FROM		SHIPPED VIA	
7/18/05		10 51440	805338399	NET 25TH PROX	GREENVILLE OPERATION GREENVILLE, N.C.		YSFY YELLOW FREIGHT SYSTEM	

CUSTOMER ORDER NO.	PART DESCRIPTION / COMMENTS	METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE		AMOUNT
							YEAR	BOOK NO.	
0550010165	18022458	18022458-MP			040911	1,400	4.56580		6,392.12
0550010165	FRONT DISC BRAKE BRKT		1 ()		110.1210.				
	18076163	18076163-MP			040911	2,940	5.21540		15,333.28
	FRONT DISC BRAKE BRK		1 ()		110.1210.				
0550050637	18078751	18078751-MP	1 ()		041300	2,205	5.27660		11,634.90
	BRACKET FRT DISC BRAKE				110.1210.				
	CUSTOMER DUNNAGE				45				

** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

33,360.30

47603 Halyard Drive, Plymouth MI 48170-2429

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**

10 51448
7/18/05

23305 NETWORK PLACE
CHICAGO, IL 60673-1233

SOLD TO: 60150 DELPHI CORPORATION

DELPHI CORPORATION
ACCOUNTS PAYABLE
P.O. BOX 1550
FLINT, MI. 48501-1550

SHIP TO:
DELPHI CHASIS SYSTEMS
SAGINAW OPERATIONS
2328 E GENESEE AVE
SAGINAW, MI. 48614

77609

DATE SHIPPED	SHIPPER # S/N #	SUPPLIER CODE
7/18/05	10 51448	805338399 NET 25TH PROX

TERM	SHIPPED FROM	SHIPPED VIA
	GREENVILLE OPERATION GREENVILLE, N. C.	MENLO
		MENLO LOGISTICS

6 Entered 11/2
Attachments Pg 7

CUSTOMER ORDER NO.	CUSTOMER PART NUMBER	METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
0550037278	18079796	18079796-MP			042001	870	14.89060	12,954.82
	CATERA CTS-V KNUCKLE LH		1 ()		110.1210.			
18079797		18079797-MP			042001			
	CATERA CTS-V KNUCKLE RH		1 ()		110.1210.	870	14.89060	12,954.82
CUSTOMER DUNNAGE	()					58		

** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

25, 909.64

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER:
COMPANY, INC. - GREENVILLE INVOICE DATE:
23305 NETWORK PLACE 10 51455
CHICAGO, IL. 60673-1233 7/19/05

SOLD TO: 60150 DELPHI CORPORATION
ACCOUNTS PAYABLE
P.O. BOX 1550
FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS
37518

3100 NEEDMORE ROAD
DOCK 101

DAYTON, OH. 45414

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47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
 METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51460
 COMPANY, INC. - GREENVILLE INVOICE DATE: 7/20/05
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
 ACCOUNTS PAYABLE
 P.O. BOX 1550
 FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS
 37618

3100 NEEDMORE ROAD
 DOCK 101
 DAYTON, OH. 45414

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11/22/06

13 of 60

DATE SHIPPED

SHIPPER #

SUPPLIER

CODE

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SHIPPED FROM

GREENVILLE OPERATION

GREENVILLE, N.C.

YSFY

YELLOW FREIGHT SYSTEM

SHIPPED VIA

CUSTOMER ORDER NO.	PART DESCRIPTION COMMENTS	METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT	
0550010165	18022458	FRONT DISC BRAKE BRKT	18022458-MP	1 ()	110.1210.	051943	1,400	4.56580	6,392.12
0550010165	18076163	FRONT DISC BRAKE BRK	18076163-MP	1 ()	110.1210.	051943	2,205	5.21540	11,499.96
0550050637	18078751	BRACKET-FRT DISC BRAKE	18078751-MP	1 ()	110.1210.	052653	1,617	5.27660	8,532.26
		CUSTOMER DUNNAGE					36		

 ** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

Metaldyne

734/207-6200

47603 Halyard Drive, Plymouth MI 48170-2429

Affidavit

REMIT TO: LOCKBOX # 23305 **NEW**
 METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51471
 COMPANY, INC. - GREENVILLE INVOICE DATE: 7/21/05
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
 ACCOUNTS PAYABLE
 P.O. BOX 1550
 FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS
 3100 NEEDMORE ROAD
 DOCK 101
 DAYTON, OH. 45414

37618

11/22/06 Entered Pg 11 of 60		13:03:00 DATE SHIPPED 7/21/05		13:03:00 SHIPPER # SIP #		SUPPLIER CODE		TERMS		SHIPPED FROM GREENVILLE OPERATION GREENVILLE, N.C.		YFSY YELLOW FREIGHT SYSTEM	
CUSTOMER ORDER NO.	PART DESCRIPTION / COMMENTS	CUSTOMER PART NUMBER	METALDYNE PART NUMBER	MODEL NO.	BOOK YEAR	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT				
0550010165	18022458	18022458-MP	18022458-MP	1	(	)	110.1210.	051943	1,400	4.56580	6,392.12	
0550004914	18045330	FRONT DISC BRAKE BRKT	18045330-MP	1	(	)	051943	480	5.86000	2,812.80		
0550010165	18076163	FRONT DISC BRAKE BRK	18076163-MP	1	(	)	110.1210.	051943	2,205	5.21540	11,499.96	
05500050637	18078751	FRONT DISC BRAKE BRK	18078751-MP	1	()	110.1210.	052653	294	5.27660	1,551.32		
		CUSTOMER DUNNAGE		1	()	110.1210.		31				

 ** 11/16/06 - PLEASE REMIT **

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JUL

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

22,256.20

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51486
COMPANY, INC. - GREENVILLE INVOICE DATE: 7/25/05
23305 NETWORK PLACE
CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
ACCOUNTS PAYABLE

P.O. BOX 1550
FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS
37618

3100 NEEDMORE ROAD
DOCK 101

DAYTON, OH. 45414

GREENVILLE OPERATION
GREENVILLE, N.C.
USEX
VICTORY - US EXPRESS
SHIPPED VIA

11/22/06 Pg 14 of 60		13:03:00			
DATE SHIPPED	SHIPPER # SIN #	SUPPLIER CODE	TERM		
7/25/05	10 51486	805338399	NET 25TH PROX		
0550050637	18078751	BRACKET-FRT DISC BRAKE PART SHIPPED 07-24-05 SHIPPER# 23162 CUSTOMER DUNNAGE	18078751-MP 1 () () 18		
CUSTOMER ORDER NO.	CUSTOMER PART NUMBER PART DESCRIPTION/COMMENTS	METALDYNE PART NUMBER	MODEL YEAR		
			BOOK NO.		
			RELEASE NUMBER		
			QUANTITY SHIPPED		
			UNIT PRICE		
			AMOUNT		
		052653	2,646	5.27660	13,961.88
		110-1210.			

10.69 due

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

13,961.88

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
METALDYNE MACHINING & ASSEMBLY
COMPANY, INC. - GREENVILLE
23305 NETWORK PLACE
CHICAGO, IL. 60673-1233

INVOICE NUMBER: 10 51488
INVOICE DATE: 7/25/05

SOLD TO: DELPHI CORPORATION
ACCOUNTS PAYABLE
P. O. BOX 1550
FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS

37618

DAYTON, OH. 45414

3100 NEEDMORE ROAD
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47603 Halyard Drive, Plymouth MI 48170-2429

734/207-6200

REMIT TO: LOCKBOX # 23305 * *NEW**
METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51492
COMPANY, INC. - GREENVILLE INVOICE DATE: 7/26/05
23305 NETWORK PLACE

CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION

ACCOUNTS PAYABLE

P.O. BOX 1550
FLINT, MI. 48501-1550

77609

SHIP TO:

DELPHI CHASSIS SYSTEMS
SAGINAW OPERATIONS
2328 E GENESSEE AVE
SAGINAW, MI. 48414

13,401.54

11/22/06

13:03:00

11/22/06 Pg 16 of 60

7/26/05 10 51492 805338399 NET 25TH PROX

TERM

SHIPPED FROM

SHIPPED VIA

CUSTOMER ORDER NO.	PART DESCRIPTION/COMMENTS	METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	MENLO LOGISTICS	
								GREENVILLE, N.C.	MENLO
0550037278	18079796 CATERA CTS-V KNUCKLE LH	18079796-MP	1	(	)	110.1210.	053750	450	14.89060
0550037278	18079797 CATERA CTS-V KNUCKLE RH	18079797-MP	1	(	)	110.1210.	053750	450	14.89060
	CUSTOMER DUNNAGE					30			6,700.77

745.20 due

** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51497
COMPANY, INC. - GREENVILLE INVOICE DATE: 7/26/05
23305 NETWORK PLACE
CHICAGO, IL. 60673-1233

SOLD TO: DELPHI CORPORATION
ACCOUNTS PAYABLE

P. O. BOX 1550
FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS
37618

3100 NEEDMORE ROAD
DOCK 101

DAYTON, OH. 45414

DATE SHIPPED		SHIPPER # S/N #	SUPPLIER CODE	TERM	SHIPPED FROM		YFSY		SHIPPED VIA	
7/26/05	10 51497	805338399	NET 25TH PROX		GREENVILLE OPERATION GREENVILLE, N.C.		YELLOW FREIGHT SYSTEM			
CUSTOMER ORDER NO.		CUSTOMER PART NUMBER / COMMENTS		METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
0550010165	18022458	FRONT DISC BRAKE BRKT		18022458-MP	1	()	110.1210.	062453	1,400	4,565.80
0550004914	18045330	FRONT DISC BRAKE BRK		18045330-MP	1	()	110.1210.	062412	360	5,860.00
0550010167	18047030	BRACKET, BRAKE T-TRUCK		18047030-MP	1	()	110.1210.	062453	720	5,076.30
0550010165	18076163	FRONT DISC BRAKE BRK		18076163-MP	1	()	110.1210.	062453	2,205	5,215.40
		CUSTOMER DUNNAGE							33	11,499.96

** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

23,656.62

949.35 due

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734 / 207-6200

REMIT TO:

LOCKBOX # 23305 **NEW**

INVOICE NUMBER:

10 51504
7/27/05METALDYNE MACHINING & ASSEMBLY
COMPANY, INC. - GREENVILLE
23305 NETWORK PLACE

CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
ACCOUNTS PAYABLE
P.O. BOX 1550
FLINT, MI. 48501-1550SHIP TO: DELPHI SYSTEMS
3100 NEEDMORE ROAD
DOCK 101
DAYTON, OH. 45414

37618

11/22/06 13:03:00

Pg 18 of 60

DATE SHIPPED	SHIPPER # SUD #	SUPPLIER CODE	TERM	SHIPPED FROM	SHIPPED VIA				
7/27/05	10 51504	805338399	NET 25TH PROX	GREENVILLE OPERATION GREENVILLE, N.C.	USEX VICTORY - US EXPRESS				
CUSTOMER ORDER NO.	CUSTOMER PART NUMBER / COMMENTS		METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
0550050637	18078751	BRACKET-FRT DISC BRAKE	18078751-MP	1	()	110.1210.	2,352	5.27660	12,410.56
		CUSTOMER DUNNAGE					16		

** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

12,410.56

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
 METALDYNE MACHINING & ASSEMBLY
 COMPANY, INC. - GREENVILLE
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

INVOICE NUMBER: 10 51507
 INVOICE DATE: 7/27/05

SOLD TO: 60150 DELPHI CORPORATION
ACCOUNTS PAYABLE
P.O. BOX 1550
FLINT, MI. 48501-1550SHIP TO: DELPHI SYSTEMS
375183100 NEEDMORE ROAD
DOCK 101
DAYTON, OH. 45414

13:03:00

11/22/06

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47603 Halyard Drive, Plymouth MI 48170-2429

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
 METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51540
 COMPANY, INC. - GREENVILLE INVOICE DATE: 8/01/05
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
 ACCOUNTS PAYABLE
 P.O. BOX 1550
 FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS
 3100 NEEDMORE ROAD
 DOCK 101
 DAYTON, OH. 45414

37618

13:03:00

11/22/06

13 of 60

8/01/05

10 51540

805338399

NET 25TH PROX

TERM

SHIPPED FROM

GREENVILLE, N.C.

YFSY

YELLOW FREIGHT SYSTEM

YFSY

SHIPPED VIA

CUSTOMER ORDER NO.	PART DESCRIPTION/COMMENTS	METALDYNE PART NUMBER	MODEL	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT	
								SHIPPED	AMOUNT
0550010165	18022458	18022458-MP		1()	110.1210.	062453	1,400	4.56580	6,392.12
0550004914	FRONT DISC BRAKE BRKT	18045330	18045330-MP	1()	062412	360	5.86000	2,109.60	
0550010165	FRONT DISC BRAKE BRK	18076163	18076163-MP	1()	110.1210.	062453	1,764	5.21540	9,199.97
05500050637	FRONT DISC BRAKE BRK	18078751	18078751-MP	1()	110.1210.	062841	1,764	5.27660	9,307.92
	CUSTOMER DUNNAGE				110.1210.		37		

 ** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

27,009.61

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**

METALDYNE MACHINING & ASSEMBLY

COMPANY, INC. - GREENVILLE

23305 NETWORK PLACE

CHICAGO, IL. 60673-1233

INVOICE NUMBER: 10 51542
INVOICE DATE: 8/01/05SOLD TO: DELPHI CORPORATION
ACCOUNTS PAYABLE
P.O. BOX 1550
FLINT, MI. 48501-1550SHIP TO: DELPHI CHASSIS SYSTEMS
SAGINAW OPERATIONS
2328 E GENESEE AVE
SAGINAW, MI. 48414

77609

SHIP TO: GREENVILLE OPERATION
GREENVILLE, N.C.

MENLO LOGISTICS

MENLO

MENLO LOGISTICS

DATE SHIPPED		SHIPPER # S/D #	SUPPLIER CODE	TERM	SHIPPED FROM				SHIPPED VIA	
8/01/05	10 51542	805338399	NET 25TH PROX		GREENVILLE OPERATION GREENVILLE, N.C.				MENLO	
									MENLO	
									LOGISTICS	
CUSTOMER ORDER NO.		CUSTOMER PART NUMBER PART DESCRIPTION/ COMMENTS	METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT	
0550037278	18079796	CATERA CTS-V KNUCKLE LH	18079796-MP	1 (	)	110.1210.	063625	870	14.89060	12,954.82
0550037278	18079797	CATERA CTS-V KNUCKLE RH	18079797-MP	1 (	)	110.1210.	063625	870	14.89060	12,954.82
		CUSTOMER DUNNAGE					58			

** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

25,909.64

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**

METALDYNE MACHINING & ASSEMBLY

COMPANY, INC. - GREENVILLE

23305 NETWORK PLACE

CHICAGO, IL. 60673-1233

INVOICE NUMBER: 10 51543
INVOICE DATE: 8/02/05SOLD TO: DELPHI CORPORATION
ACCOUNTS PAYABLE
P.O. BOX 1550
FLINT, MI. 48501-1550SHIP TO: DELPHI SYSTEMS
3100 NEEDMORE ROAD
DOCK 101

DAYTON, OH. 45414

DATE SHIPPED		SHIPPER #		SUPPLIER CODE		TERM		SHIPPED FROM		SHIPPED VIA	
8/02/05		10 51543		805338399		NET 25TH PROX		GREENVILLE OPERATION		YSFY	
CUSTOMER ORDER NO.		CUSTOMER PART NUMBER		CUSTOMER PART NUMBER / COMMENTS		METALDYNE PART NUMBER		MODEL	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED
0550010165		18022458		18022458-MP		062453		1,400		4.56580	6,392.12
0550004914		FRONT DISC BRAKE BRKT		1 ()		110.1210.		062412		360	5.86000
0550010165		18045330		18045330-MP		110.1210.					2,109.60
		FRONT DISC BRAKE BRKT		1 ()		062453					
		18076163		18076163-MP		3,528				5.21540	18,399.93
		FRONT DISC BRAKE BRKT		1 ()		110.1210.					
		CUSTOMER DUNNAGE		()		37					

** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

26,901.65

1165.34
JUL

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
 METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51547
 COMPANY, INC. - GREENVILLE INVOICE DATE: 8/02/05
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
 ACCOUNTS PAYABLE
 P.O. BOX 1550
 FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS
 37618

3100 NEEDMORE ROAD
 DOCK 101

DAYTON, OH. 45414

SHIPPED FROM: GREENVILLE OPERATION
 GREENVILLE, N.C.
 USEX
 VICTORY - US EXPRESS

SHIPPED VIA
 VICTORY - US EXPRESS

11/22/06 13:03:00
 Pg 24 of 60

CUSTOMER ORDER NO.	PART DESCRIPTION/COMMENTS	METALDYNE PART NUMBER	MODEL	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT	
								VICTORY - US EXPRESS	
0550004914	18045330	18045330-MP	1	()	044713	360	5.86000	2,109.60	
0550050637	FRONT DISC BRAKE BRK				110.1210.				
	18078751	18078751-MP			045042	3,528	5.27660	18,615.84	
	BRACKET-FRT DISC BRAKE				110.1210.				
	CUSTOMER DUNNAGE				()	27			

 ** 11/16/06 - PLEASE REMIT **

897.80 due

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

20,725.44

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
 METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51556
 COMPANY, INC. - GREENVILLE INVOICE DATE: 8/03/05
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
 ACCOUNTS PAYABLE
 P.O. BOX 1550
 FLINT, MI. 48501-1550

SHIP TO: DELPHI CHASSIS SYSTEMS
 SAGINAW OPERATIONS
 2328 E GENESSEE AVE
 SAGINAW, MI. 48414

77609
 SHIPPED VIA
 MENLO LOGISTICS

11/22/06 13:03:00

11/22/06 13:03:00 Pg 26 of 60

DATE SHIPPED	SHIPPER # SIC #	SUPPLIER CODE	TERM	SHIPPED FROM						SHIPPED VIA
				CUSTOMER PART NUMBER	METALDYNE PART NUMBER	MODEL	BOOK	RELEASE NUMBER	QUANTITY	
YEAR	NO.	YEAR	NO.	NUMBER	SHIPPED				UNIT PRICE	AMOUNT
0550037278	18079796	18079796-MP	1	051848	840				14.89060	12,508.10
0550037278	18079797	CATERA CTS-V KNUCKLE LH	18079797-MP	110.1210.						
		CATERA CTS-V KNUCKLE RH		051848	840				14.89060	12,508.10
		CUSTOMER DUNNAGE		110.1210.						
				56						

 ** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

25,016.20

1391.04 due

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
 METALDYNE MACHINING & ASSEMBLY
 COMPANY, INC. - GREENVILLE
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

10 51557
8/05/05

SOLD TO: DELPHI CORPORATION
 ACCOUNTS PAYABLE
 P. O. BOX 1550
 FLINT, MI. 48501-1550

SHIP TO: DELPHI SYSTEMS
 3100 NEEDMORE ROAD
 DOCK 101
 DAYTON, OH. 45414

37618

13:03:00

11/22/06 13:03:00

of 60 Pg 27

8/05/05

10 51557 805338399 NET 25TH PROX

TERM

SHIPPED FROM

GREENVILLE OPERATION

GREENVILLE, N.C.

USEX

VICTORY - US EXPRESS

SHIPPED VIA

CUSTOMER ORDER NO.	PART DESCRIPTION/COMMENTS	METALDYNE PART NUMBER	MODEL	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
055004914	18045330 FRONT DISC BRAKE BRK	18045330-MP	1 ()		044713	360	5.86000	2,109.60
0550010165	18076163 FRONT DISC BRAKE BRK	18076163-MP	1 ()		044713	1,764	5.21540	9,199.97
0550050637	18078751 BRACKET-FRT DISC BRAKE	18078751-MP	1 ()		045042	1,764	5.27660	9,307.92
	CUSTOMER DUNNAGE					27		

 ** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

20,617.49

897.81 due

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 * *NEW* *
 METALDYNE MACHINING & ASSEMBLY INVOICE NUMBER: 10 51558
 COMPANY, INC. - GREENVILLE INVOICE DATE: 8/05/05
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
 ACCOUNTS PAYABLE
 P.O. BOX 1550
 FLINT, MI. 48501-1550

SHIP TO: DELPHI CHASIS SYSTEMS
 SAGINAW OPERATIONS
 2328 E GENESSEE AVE
 SAGINAW, MI. 48414

SHIPPED FROM: GREENVILLE OPERATION
 GREENVILLE, N.C.

11/22/06 13:03:00

Pg 28 of 60
 8/05/05 10 51568 805338399 NET 25TH PROX

TERM

SHIPPED VIA

CUSTOMER ORDER NO.	PART DESCRIPTION/COMMENTS	METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT	MENLO LOGISTICS	
									SHIPPED FROM	SHIPPED VIA
0550037278	18079796 CATERA CTS-V KNUCKLE LH	18079796-MP	1()		110.1210.	450	14.89060	6,700.77		
	18079797 CATERA CTS-V KNUCKLE RH	18079797-MP	1()		051848 110.1210.	450	14.89060	6,700.77		
	CUSTOMER DUNNAGE					30				

 ** 11/16/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

13,401.54

745.20
 dwe

47603 Halyard Drive, Plymouth MI 48170-2429

Metaldyne

734/207-6200

REMIT TO: LOCKBOX # 23305 * *NEW**

METALDYNE MACHINING & ASSEMBLY

COMPANY, INC. - GREENVILLE

23305 NETWORK PLACE
CHICAGO, IL. 60673-1233INVOICE NUMBER: 10 51569
INVOICE DATE: 8/05/05SOLD TO: 60150 DELPHI CORPORATION
ACCOUNTS PAYABLE
P.O. BOX 1550
FLINT, MI. 48501-1550SHIP TO: DELPHI SYSTEMS
3100 NEEDMORE ROAD
DOCK 101

37618

11/22/06 13:03:00
Pg 29 of 60
8/05/05
10 51569 805330399 NET 25TH PROX

DATE SHIPPED

SHIP TO:

945.44 Due

21,922.68

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

DELPHI

Delphi E&C

Affidavit

001

Energy & Chassis Systems

Page 1 of 4

Buyer:

DELPHI AUTOMOTIVE SYSTEMS LLC
DELPHI ENERGY & CHASSIS DIV
5820 DELPHI DR
TROY MI 48098

Purchase Order

PO Number
450344820
Version

Date Issued
22-Aug-2006

10-Oct-2006 15:04:34

Deliver to:

METALDYNE CORP
220 INDUSTRIAL BLVD
GREENVILLE NC 27834

Delivery date: 17-AUG-2007

METALDYNE CORP
P.O. Box 1645
GREENVILLE NC 27834

Vendor No: 1005696
DUNS No: 805338399

Payment Terms: Z010

Currency: USD

NET 10 DAYS

Trade Terms: FOB Freight Collect

Item No.	Material No/Item Identifier No.	Total Order Quantity	Plant Requester
----------	---------------------------------	----------------------	-----------------

00010	PR10641609 00010 18023239 GMX REAR BRACKET	27,000.000	HA02 DELPHI E & C NEEDMORE L. REUTER
-------	---	------------	---

PLEASE MAIL TWO (2) COPIES OF YOUR INVOICE TO:

DELPHI ENERGY & CHASSIS SYSTEMS
ATTN: LINDA GOLSON MAIL STOP: 1-08
PO BOX 1042
DAYTON OH 45401

Delivery Date	Scheduled Quantity	Price	Price Unit	UOM	Value
17-AUG-2007	27,000.000	1,169.55	1,000	PC	31,577.85
				USD	31,577.85

00020	PR10641609 00020 18024892 GMX FRONT BRACKET	33,323.000	HA02 DELPHI E & C NEEDMORE L. REUTER
-------	--	------------	---

PLEASE MAIL TWO (2) COPIES OF YOUR INVOICE TO:

DELPHI ENERGY & CHASSIS SYSTEMS
ATTN: LINDA GOLSON MAIL STOP: 1-08
PO BOX 1042
DAYTON OH 45401

Billed 10-28-06

D. Bunn

Purchasing Contact: Reuter, Laura
Phone: 937-455-7854
Fax: 937-455-9133

Contact Address:

DELPHI ENERGY & CHASSIS SYSTEMS
2000 FORRESTER BLVD,
KETTERING OH 45420

Date and Time Printed: 10-Oct-2006 15:04:34

ATTACHMENT 2

DELPHI

Energy & Chassis Systems

Page 2 of 4

METALDYNE CORP
 P.O. Box 1645
 GREENVILLE NC 27834

Purchase Order

PO Number
 450344820
 Version
 10-Oct-2006 15:04:34

Date Issued
 22-Aug-2006

Item No.	Material No/Item Identifier No.	Total Order Quantity	Plant	Requester
Description				
Delivery Date	Scheduled Quantity	Price	Price Unit	UOM
17-AUG-2007	33,323.000	2,523.60	1,000	PC
Net Line Item Value			USD	84,093.92
Total net value			USD	115,671.77

*Billed
 10-28-06
 D. Bunn*

Notes:
***** Title to goods shall transfer from seller to buyer upon arrival at buyer's consuming plant. *****
***** IMPORTANT NOTICE TO SUPPLIERS: PLEASE COMPLY STRICTLY WITH DELPHI'S ENVIRONMENTAL REQUIREMENTS AS STATED IN THE ENVIRONMENTAL REQUIREMENTS FOR CONTRACTORS / SUPPLIERS / VENDORS. A COPY OF THE ENVIRONMENTAL REQUIREMENTS IS AVAILABLE UPON WRITTEN REQUEST TO THE BUYER. *****
***** Delphi requires 100% on time delivery performance from suppliers. If you anticipate problems in delivering materials and/or completing services by the date specified on the Buyer's purchase order, the Delphi Buyer should be notified immediately. *****
***** Restricted, toxic, and hazardous materials - Suppliers are required to comply with current governmental and safety constraints on restricted, toxic and hazardous materials; as well as environmental, electrical and electromagnetic considerations applicable to the country of manufacture and sale. This relates to both the saleable product and the manufacturing processes. (Refer also to Terms and Conditions No. 8 "Ingredients Disclosure and Special Warnings Instructions"). Commencement of any work or service under this order shall constitute seller's acceptance of these responsibilities. If you do not accept these responsibilities, please contact the appropriate Delphi's Buyer. *****
***** Seller acknowledges and agrees that Buyer's General Terms and Conditions and Delphi Customer Specific Requirements are incorporated in, and a part of, this contract and each purchase order, release, requisition, work order, shipping instruction, specification and other document issued by Buyer or accepted in writing by Buyer, whether expressed in written form or by electronic data interchange, relating to the goods and/or services to be provided by Seller pursuant to this contract (such documents are collectively referred to as this "Contract"). A copy of Buyer's General Terms and Conditions and Delphi Customer Specific Requirements are available upon written request to Buyer or via the internet at Delphi's website, delphi.com . Seller acknowledges and agrees that it has read and understands Buyer's General Terms and Conditions and Delphi Customer Specific Requirements. If Seller accepts this Contract in writing or commences any of the work or services which are the subject of this Contract, Seller will be deemed to have accepted this Contract and Buyer's General Terms and Conditions and Delphi Customer Specific Requirements in their entirety without modification. Any additions to, changes in, modifications of, or revisions of this Contract (including Buyer's General Terms and Conditions and Delphi Customer Specific Requirements) which Seller proposes will be deemed to be rejected by Buyer except to the extent that Buyer expressly agrees to accept any such proposals in writing. *****
***** All wood packaging must be compliant with the International Standard Phytosanitary Measure #15 in the treatment of wood packaging material. Please reference the "Requirements for the treatment of wood packaging materials" section of the Supplier Community Portal found on www.delphi.com for further details. *****

metaldyne

ISO/TS16949 (7.2) – Contract Review Label

Items to be reviewed / approved:

Part Number	Terms/Clauses
Unit Price	Tooling Capacity
Effective Date	Tooling Amount
Design Revision	Producing Plant (Supplier Code)

Date: 10-12-06

Comments:

Signature:

Steve Allor

OK St. L. S.

DELPHI

Energy & Chassis Systems

Page 3 of 4

METALDYNE CORP
P.O. Box 1645
GREENVILLE NC 27834

Purchase Order

PO Number: 450344820
Version: 10-Oct-2006 15:04:34

Date Issued
22-Aug-2006

Item No.	Material No/Item Identifier No.	Total Order Quantity	Plant Requester
Description			

Notes Continued:

Do not bill sales or use tax on items delivered to locations within the states listed below. Delphi Automotive Systems, LLC ("DELPHI") holds direct pay authority with these states. As a result, in all of the identified states DELPHI will remit directly to taxing authorities, all sales or use tax liability related to its purchase and use of tangible personal property and services. Therefore, effective immediately, this tax clause supersedes all tax code information found on this order except for those states not identified below. For those states not identified below, please continue to follow the specific tax code instructions found on this order. Listed below are Direct Pay Permit or Sales Tax License numbers for the eleven (11) states, or DELPHI locations within a state, where DELPHI holds direct pay authority:

Alabama -----805
New Jersey -----383-431-131/000
Georgia -----300-45870-8
New York -----DP-3487
Indiana -----1018702130011
Ohio -----98-0002667
Kansas -----98-0003a
Texas -----1-38-3431131-1
Michigan -----38-3431131
Wisconsin -----WDP-99-01-010037
Mississippi -----4375

If this order relates to a construction contract for real property, all applicable sales and use taxes are the responsibility of the contractor, and should be included in the contractor's bid as required pursuant to Section 7 of the DELPHI 1638 (8/00 Rev A), "Construction General Conditions", unless the responsibility for payment of sales & use taxes are otherwise specifically outlined in the contract.

Questions should be directed to: Delphi Disbursement - Customer Service Phone: (248) 874-4636

If this is your first purchase order with Delphi under this DUNS number or your remittance information has changed, you need to establish a payment link with the following:

Delphi Corporation E&G Disbursements Center
Vendor Name and Address Group
16 E. Judson St.
Pontiac, MI 48342-2205
Fax 602-797-6513
Attention: The UNA Work Group
Disbursements Supplier Relations Phone Number: (248) 874-4636

You will need to provide a copy of invoice or letterhead showing, company name, correct remittance and correspondence addresses, contract number and "ship from" DUNS number.

To request EFT Agreement forms go to Website at www.delphi.com <http://www.delphi.com> clicking on "suppliers" in the header, then click "supplier community portal" & then click on "supplier standards" on supplier page.

DELPHI

Energy & Chassis Systems

Page 4 of 4

METALDYNE CORP
P.O. Box 1645
GREENVILLE NC 27834

Purchase Order

PO Number 450344820
Version 10-Oct-2006 15:04:34

Date Issued
22-Aug-2006

Item No. / Material No/Item Identifier No.	Total Order Quantity	Plant Requester
Description		

Notes Continued:

You can now view payment status on-line using E-DACOR. You may go to Website at www.delphi.com <http://www.delphi.com> clicking on "suppliers" in the header & "Information about payment visibility (e-DACOR-payment status)" on supplier page to find out how to get yourself set up.

Note: This order will pay on receipt. Please do not send an invoice unless specifically requested on the order. Do, however, send a month end statement of unpaid items and/or additional charges, i.e., freight, tax, setup, etc. to Delphi Automotive Systems Disbursements, P. O. Box 1550, Flint, MI 48501-1550. This is an invoice less system, which generates payment, based on receipt.

If P.O. is in error, please advise the buyer listed below before shipping.

PAYMENT ISSUES and QUESTIONS REGARDING SHIPPED MATERIAL SHOULD BE DIRECTED to DISBURSEMENT SERVICES at (248)-874-4636.

Supplier acknowledges that payment terms are strictly confidential and not be disclosed to any third party whatsoever without the prior written consent of Delphi.

10/10/06 - Alteration to change payment terms from MNS2 to Net 10. jtw



June 29, 2006 – Updated by Dmitry Harris 4:30 pm

Mr. Dmitry Harris
Global Director of Sales and Engineering
Metaldyne Chassis Group

Subject: Response to Metaldyne letter June 12, 2006 5:00 pm

Mr. Harris,

Concerning your letter, Delphi and Metaldyne agree to the following:

1. Gen-3 Enhanced Mass Brackets:

- a. 18088502: current piece price May 1, 2006 is \$5.2066
 - i. Effective 7/1/06, price to be \$5.56 at a base of \$152/GT, Iron Age. For the month of July 2006, this would convert to \$6.0978 which includes the surcharge of \$.5378 per piece. Pricing will escalate quarterly based on the previous 3 month Iron Age Average of Pittsburgh & Chicago Punchings & Plate. For July 2006, this average is \$385/GT. Price changes will be effective in January, April, July, and October. Casting weight is 5.17 pounds.
- b. 18078751: current piece price May 1, 2006 is \$5.1324
 - i. Effective 7/1/06, price to be \$5.56 at a base of \$152/GT, Iron Age. For the month of July 2006, this would convert to \$6.0978 which includes the surcharge of \$.5378 per piece. Pricing will escalate quarterly based on the previous 3 month Iron Age Average of Pittsburgh & Chicago Punchings & Plate. For July 2006, this average is \$385/GT. Price changes will be effective in January, April, July, and October. Casting weight is 5.17 pounds.
- c. Metaldyne maintains responsibility for the Plating Supplier.
- d. New Contract valid through 12/31/2009.

2. Sigma Bracket (18045330):

- i. Effective 7/1/06, price to be \$6.62 at a base of \$152/GT, Iron Age. For the month of July 2006, this would convert to \$7.1047 which includes the surcharge of \$.4847 per piece. Pricing will escalate quarterly based on the previous 3 month Iron Age Average of Pittsburgh & Chicago Punchings & Plate. For July 2006, this average is \$385/GT. Price changes will be effective in January, April, July, and October. Casting weight is 4.66 pounds.
- b. Metaldyne maintains responsibility for the Plating Supplier.
- c. New Contract valid through 12/31/2009.

3. Quad Brackets:

- a. 18077858: current piece price May 1, 2006 is \$6.2753, no escalation
 - i. Effective 7/1/06, price to be \$6.04 at a base of \$152/GT, Iron Age. For the month of July 2006, this would convert to \$6.5674 which includes the

surcharge of \$.5274 per piece. Pricing will escalate quarterly based on the previous 3 month Iron Age Average of Pittsburgh & Chicago Punchings & Plate. For July 2006, this average is \$385/GT. Price changes will be effective in January, April, July, and October. Casting weight is 5.07 pounds. The above pricing does not include the reduction of 3.5% scheduled for 7/1/06. The above price will be reduced by the 3.5% scheduled reduction; effective 7/1/06, piece price is \$6.3375 after the reduction.

- b. 18077984: current piece price May 1, 2006 is \$6.2253, no escalation
 - i. Effective 7/1/06, price to be \$6.04 at a base of \$152/GT, Iron Age. For the month of July 2006, this would convert to \$6.5445 which includes the surcharge of \$.5045 per piece. Pricing will escalate quarterly based on the previous 3 month Iron Age Average of Pittsburgh & Chicago Punchings & Plate. For July 2006, this average is \$385/GT. Price changes will be effective in January, April, July, and October. Casting weight is 4.85 pounds. The above pricing does not include the reduction of 3.5% scheduled for 7/1/06. The above price will be reduced by the 3.5% scheduled reduction; effective 7/1/06, piece price is \$6.3154 after the reduction.
- c. Delphi will work with Metaldyne to resource the casting supplier, however, Delphi is not able to pay for tooling or price increases as a result of the change. Supplier change is subject to customer approval, and must be documented through the eSCR process (eSCR needs to be submitted immediately). Targeted implementation date is 1/1/07.
- d. Out year productivity reductions as follows: 7/1/06, 3.5%; 7/1/07, 1.5%; 7/1/08 1.25%; 7/1/09 1.5%. To calculate the reduction, calculate the sell price (sell price = base price + surcharge), and then subtract the appropriate percentage to determine the new price. With the metal rate at \$377/GT, the above change for the reduction schedule would equate to a savings of approximately \$665,000 to Metaldyne over the life of the current Quad Contract.
- e. Contract expiration date does not change from current.

4. Quality Requirements

- a. Delphi Needmore Road Management, Greg Noethlich, Mark Gerlach and Delphi Purchasing met 6/23/06 at the Needmore Road facility to have a better understanding of quality expectations. Metaldyne sent a proposal dated 6/26/06 outlining these discussions.

5. GMX 130 Front and Rear Brackets:

- a. Delphi will pay Metaldyne \$115,672 in obsolesce charges. Delphi will target payment to Metaldyne by September 1, 2006 or earlier.

6. Service Parts:

- a. Metaldyne will honor current contracts for service parts through 12/31/2006. Metaldyne will continue to honor service requirements at production pricing for a period of three years after the end of production. Delphi will agree to Iron Age pricing as agreed in the email from Steve Allor on 6/20/06.
- b. Delphi will work with Metaldyne to develop alternative delivery schedules including size of shipments which will continue to support Delphi's service part needs and will allow Metaldyne adequate scheduling and production time.

7. Equipment Repair

- a. Capital Equipment is the responsibility of the supplier to maintain in order to produce parts that meet the print specifications for Delphi. However, as a good faith effort, Delphi will pay up to \$300,000 towards the rebuild costs for Metaldyne. Metaldyne must show proof of rebuild prior to payment.
8. Payment terms are being negotiated by Tom Amato and Ken Szymczak. The current proposal is to revert to Net – 10 for all products Metaldyne supplies to Delphi upon implementation and acceptance of new contracts (Purchase Orders) that cover the products mentioned in this letter. Metaldyne will move from N-10 to MNS-2 on September 15'th if a Court approved settlement with the UAW and GM has been completed and if not on January 1, 2007. This is predicated on eliminating the discount that was offered to Delphi in going from MNS-2 to CIA, as we move to N-10 and ultimately back to MNS-2.
9. To summarize, Quad Contract expiration dates remain the same as they were originally agreed, Gen 3 and Sigma extend to 12/31/2009, and service extends to three years after the end of production. Escalation will be paid on Quad, however productivity remains at 3.5% effective 7/1/06, 1.5% 7/1/07, 1.25% 7/1/08 and 1.5% 7/1/09, and there is a price increase granted on the Gen 3 parts. The escalation market will change to Iron Age Average, with price changes quarterly.

All of the above is subject to the appropriate legal and Supply Management approval.

Sincerely,


6/30/06

Robert T. Andary
E&C Metallic Commodity Manager
Delphi


6/29/06

Dmitry Harris
Global Director of Sales and Engineering
Metaldyne Chassis Group

7-21-06

**GMX130 Front and Rear Brake Brackets – Early program termination resulted in
overstock of raw castings.**

Front Bracket: 37,000 castings @ \$2.5236 = \$93,373.20
Rear Bracket: 27,600 castings @ \$1.4413 = \$39,779.88

Front Service Requirements estimated at 150 pcs per month = 1800 pcs per year =
5400 pcs over 3 years.

Metaldyne will maintain 1,723 finished + 3,677 castings on hand to
support service. Metaldyne needs Delphi to purchase remaining 33,323
castings @ \$2.5236 = \$84,093.92

Rear Service Requirements estimated at 50 pcs per month = 600 pcs per year =
1800 pcs over 3 years.

Metaldyne will maintain 4,538 finished + 0 castings on hand to support
service. Metaldyne needs Delphi to purchase remaining 27,600 castings
@ \$1.14413 = \$31,578.

TOTAL REQUESTED FROM DELPHI = \$115,671.92

Dmitry Harris

metaldyne

47603 Halyard Drive, Plymouth MI 48170-2429

734/207-6200

REMIT TO: LOCKBOX # 23305 **NEW**
METALDYNE MACHINING & ASSEMBLY
COMPANY, INC. - GREENVILLE
23305 NETWORK PLACE
CHICAGO, IL. 60673-1233

SOLD TO: 60150 DELPHI CORPORATION
ACCOUNTS PAYABLE
P.O. BOX 1550
FLINT, MI. 48501-1550

37618

SHIP TO: 3100 NEEDMORE ROAD
DOCK 101
DAYTON, OH. 45414

37618

DATE SHIPPED	SHIPPER # SID #	SUPPLIER CODE	TERM	SHIPPED FROM	SHIPPED VIA				
CUSTOMER ORDER NO.	CUSTOMER PART NUMBER PART DESCRIPTION / COMMENTS		METALDYNE PART NUMBER	MODEL YEAR	BOOK NO.	RELEASE NUMBER	QUANTITY SHIPPED	UNIT PRICE	AMOUNT
10/28/06	10 94727	805338399	NET 25TH PROX	GREENVILLE OPERATION GREENVILLE, N.C.					
450344820	MISCELLANEOUS	MISCELLANEOUS	2 (990855)				27,000	1.16955	31,577.85
	MISCELLANEOUS	TO INVOICE OUR PART NUMBER 18023239 GMX REAR BRACKET 27,000 PIECES AT \$1.16955 EACH	2 (990855)					100119.5110.	

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

31,577.85

Process #	DUNS #	Plant Code	Doc Type #	Document #	Document Date	Total Amount	Currency Code	Bill Of Lading	Purchase Order #	Status	Due Date/Payment Date	Payment #
'9000035535900	RD 805338399	HA	2	'5206091133001	9/21/2005	\$360,500.00	USD	10943798	DD450367727	Ready To Pay	12/31/2049	
'9000032686709	RD 805338399	H2	2	'5204219569001	9/21/2005	\$4,725.00	USD	1094379	DD450124455	Ready To Pay	12/31/2049	
'9000032686710	RD 805338399	H2	2	'5204219570001	9/21/2005	\$10,800.00	USD	1094379A	DD450125324	Ready To Pay	12/31/2049	
'9000032686708	RD 805338399	H2	2	'5204219567001	9/20/2005	\$10,800.00	USD	1094375A	DD450125323	Ready To Pay	12/31/2049	
'9000032686707	RD 805338399	H2	2	'5204219564001	9/20/2005	\$4,725.00	USD	1094375	DD450124453	Ready To Pay	12/31/2049	

metaldyne

734/207-6200

Affidavit

47603 Harvard Drive, Plymouth MI 48170-2429

REMIT TO: LOCKBOX # 23305 * *NEW* *
 METALDYNE MACHINING & ASSEMBLY
 COMPANY, INC. - GREENVILLE
 23305 NETWORK PLACE
 CHICAGO, IL. 60673-1233

INVOICE NUMBER: 10 94379
 INVOICE DATE: 9/21/05

SOLD TO: 60149 DELPHI ENERGY & CHASSIS SYSTEMS

SHIP TO: DELPHI CHASSIS

37418

MARILYN TRAPPE, MAIL STOP 1-08
 P.O. BOX 1042
 DAYTON, OH. 45401

1435 CINCINNATI ST.C99B DOCK 4
 DAYTON, OH. 45408

11/22/06 13:03:00

Pg 42 of 60

GREENVILLE, N.C.
 GREENVILLE OPERATION

TERMINAL

SHIPPED FROM

SHIPPED VIA

05-44481-rdd Doc 5707-1 Filed 11/22/06 Entered of Terry Iwasaki with Attachments

3

DATE SHIPPED 9/21/05

SHIPPER # 1094379
 SUPPLIER 622114718
 CODE 25th Prox.

CUSTOMER PART NUMBER 1094379
 PART DESCRIPTION/COMMENTS 622114718

TERM

PURCHASE ORDER #: DCS05247 (TOOLING P.O.)
 ITEM #: 00001
 ITEM IDENTIFICATION #: PR678810 001
 PART #: 18077984 / PART DESCRIPTION: 16" BRACKET

VENDOR #: 11-926-9827
 TOOLING

TOOLING

1 () 110035009.1518.T

MODEL

YEAR

BOOK

NO.

RELEASE

NUMBER

QUANTITY

SHIPPED

UNIT PRICE

AMOUNT

1 () 4,725.00000

4,725.00

PURCHASE ORDER #: DCS08642 (TOOLING P.O.)

ITEM #: 00001

ITEM IDENTIFICATION #: PR679237 001

PART #: 18077984 / PART DESCRIPTION: 16" BRACKET

VENDOR #: 11-926-9827

TOOLING

TOOLING

1 () 110035009.1518.T

MODEL

YEAR

BOOK

NO.

RELEASE

NUMBER

QUANTITY

SHIPPED

UNIT PRICE

AMOUNT

1 () 185,350.00000

185,350.00

PURCHASE ORDER #: DCS99510 (TOOLING P.O.)

ITEM #: 00001

ITEM IDENTIFICATION #: PR678024 001

PART #: 18077984 / PART DESCRIPTION: 16" BRACKET

VENDOR #: 11-926-9827

TOOLING

TOOLING

1 () 110035009.1518.T

MODEL

YEAR

BOOK

NO.

RELEASE

NUMBER

QUANTITY

SHIPPED

UNIT PRICE

AMOUNT

1 () 185,350.00000

185,350.00

** 11/13/06 - PLEASE REMIT **

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6, 7 & 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the U.S. Dept. of Labor issued under Section 14 thereof.

TOTAL:

200.875.00

卷之三

Automotive System

I SEE BELOW

PURCHASE

PAGE

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH 45401

8

VENDOR NUMBER 11-926-9827
METALDYNE CORP

Do not Declare Valuation of Express Shipments or Insure Parcel Post.

PLYMOUTH MI
48170

RENTALS ARE NOT WANTED UNTIL RECEIVED. ACCEPTANCE SHOULD BE RECEIVED ON A COMMERCIAL BASIS, UPON WHICH RENTALS ARE TO BE MADE.
DO NOT REPLY, BUT SEND TO THE TRUSTEE, SPECIFYING THE DETAILS OF THIS AGREEMENT.
THIS AGREEMENT IS MADE AND CONCLUDED IN THE STATE OF NEW YORK, WHICH IS WHERE THE TRUSTEE AND LANDLORD ARE LOCATED.
THIS STATE, INCLUDING THE NAME AND ADDRESS OF THE TRUSTEE, WHICH IS THE TRUSTEE AND LANDLORD, AND THE TRUSTEE AND LANDLORD, ARE AS FOLLOWS:
RENTALS: ROBERT AND SISTER AND OTHER ENTREPRENEURS IN THE FISH AND OYSTER INDUSTRY OF NEW YORK, WHO ARE CONTRACTED
WITH THE TRUSTEE TO BUYER, WHOSE NAME IS UNKNOWN.
IF GOVERNMENT CONTRACT NUMBER IS SHOWN HEREON, ADDITIONAL TERMS AND CONDITIONS

NET 1 2ND DAY OF 2ND MONTH

REF ID: A6512

SELLER REPRESENTS THAT GOODS PURCHASED UNDER THIS ORDER WERE NOT PRODUCED WITH FORCED LABOR (AS DEFINED IN 19 U.S.C. 1307) EITHER BY SELLER OR SELLER'S SUPPLIERS. SELLER SHALL INDEMNIFY BUYER AGAINST ANY LIABILITY BUYER MAY INCUR IF THIS REPRESENTATION IS INCORRECT.

SELLER AGREES TO PROVIDE ALL INFORMATION NECESSARY FOR BUYER TO COMPLY WITH ALL APPLICABLE LAWS, REGULATIONS AND RELATED LEGAL REPORTING OBLIGATIONS IN THE COUNTRY(IES) OF DESTINATION. SELLER AGREES TO PROVIDE ALL DOCUMENTATION AND/OR ELECTRONIC TRANSACTION RECORDS TO ALLOW BUYER TO MEET CUSTOM RELATED OBLIGATIONS, ANY LOCAL CONTENT/ORIGIN REQUIREMENTS, AND TO OBTAIN ALL TARIFF AND TRADE PROGRAM DUTY AVOIDANCE(S) AND/OR REFUND BENEFITS WHERE APPLICABLE.

SELLER AGREES TO PROVIDE ALL INFORMATION NECESSARY FOR BUYER TO COMPLY WITH ALL APPLICABLE LAWS, REGULATIONS AND RELATED LEGAL REPORTING OBLIGATIONS IN THE COUNTRY(IES) OF DESTINATION. SELLER AGREES TO PROVIDE ALL DOCUMENTATION AND/OR ELECTRONIC TRANSACTION RECORDS TO ALLOW BUYER TO MEET CUSTOMS RELATED OBLIGATIONS, ANY LOCAL CONTENT/ORIGIN REQUIREMENTS, AND TO OBTAIN ALL TARIFF AND TRADE PROGRAM DUTY AVOIDANCE(S) AND/OR REFUND BENEFITS, WHERE APPLICABLE.

SELLER AGREES TO COMPLY WITH THE AUTOMOTIVE INDUSTRY

A003427 USER JANE T WILLIAMS

卷之三

Automotive Systems

SEE BELOW

PURCHASE ORDER: DCS99510

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

5

NO INVOICES REQUIRED TO ACCTS
PAYABLE UNLESS OTHERWISE

PACKAGES AND BILLS OF LADING. **PRINTED** **COPIES** **OF** **YOUR** **PACKING** **SLIP** **MUST** **ACCOMPANY** **EVERY** **SHIPMENT.** **ITEM** **IDENTIFICATION** **NUMBER(S)** **MUST** **BE** **SHOWN** **ON** **PACKING** **SLIPS** **OR** **INVOICES.**

TO: **11-920-982/**
VENDOR NUMBER
METALDYNE CORP
METALDYNE
47659 HALYARD DR
PLYMOUTH MI
48170

With due respect, we respectfully accept the revised version of the engagement letter which should be sent to us. We accept all the terms and conditions of this letter. After the execution of this letter, we will not be liable to you for any losses or expenses incurred by you in respect of any work done by us prior to the execution of this letter. We will not be liable to you for any losses or expenses incurred by you in respect of any work done by us prior to the execution of this letter.

NET 2ND DAY OF 2ND MONTH

SEE BELOW

SELLER AGREES TO ASSUME, AND TO INDEMNIFY BUYER AGAINST, ANY AND ALL FINANCIAL RESPONSIBILITY ARISING FROM SELLER'S FAILURE TO COMPLY WITH THESE REQUIREMENTS AND/OR TO SUPPLY BUYER WITH THE INFORMATION REQUIRED TO MEET LEGAL REPORTING OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, ANY FINES, PENALTIES, FORFEITURES, OR COUNSEL FEES INCURRED OR IMPOSED AS A RESULT OF ACTIONS TAKEN BY THE IMPORTING COUNTRY'S GOVERNMENT.

THIS ORDER COVERS NECESSARY TOOLS FOR THE PRODUCTION ITEM LISTED ON THIS PURCHASE ORDER. TOOLS TO BE CONSTRUCTED TO HAVE A NET CAPACITY OF 4,600 PIECES/DAY. DELPHI SUPPLIER TOOLING AGREEMENT APPLIES. PPAP MUST BE SUBMITTED BY 3/25/04. SUBMISSION MUST BE APPROVED BEFORE PAYMENT FOR TOOLING AND BEFORE SHIPMENT OF PRODUCTIVE PARTS.

THE PAYMENT DATE SHALL BE THE DATE ESTABLISHED BY BUYER'S MULTILATERAL NETTING SYSTEM (MNS-2) OR WHICH PROVIDES ON AVERAGE, THAT PAYMENT SHALL

A003427 USER JANE T WILLIAMS

CONTINUE PAGE

DELPHI

Automotive Systems

SEE BELOW

PURCHASE ORDER: DCS99510

PAGE

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

US

VENDOR NUMBER 11-926-9827

INVOICE TO:

METALDYNE CORP
47659 HALYARD DR
PLYMOUTH MI
48170

This order is not binding until accepted. Acceptance should be in writing or by telephone copy which should be retained in copy. All orders are to be shipped and conditioned to which Seller agrees by acceptance of this order. This order is not binding until accepted. Acceptance should be in writing or by telephone copy which should be retained in copy. All orders are to be shipped and conditioned to which Seller agrees by acceptance of this order. If Government Contract Number is shown hereon, additional Terms and Conditions attached hereto apply.

TO:

US

ORDER DATE

10/07/03

PHONE:

937 455-966

P

BROOMELL

Buyer

ALTERATION ISSUE DATE

8X

ALTERATION EFFECTIVE DATE

PURCHASING AGENT

SHIP VIA

SEE BELOW

ITEM
SEQUENCE

QUANTITY
ORDERED

ITEM IDENTIFICATION NO.

NOUN NAME

DESCRIPTION

RFG
NUMBER

DATE REQUIRED

TAX CODE/ %

BASE UNIT PRICE

PRICE
UN
MULTIPLE

PER

PAYABLE UNLESS OTHERWISE STATED ON PO OR RELEASE.

This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading.
(2) copies of your packing slip must accompany each shipment. Item Identification Number(s) must be shown on Packing Slips as Invoice Attn: Accounts Payable

Do not Declare Valuation of Express Shipments or Insure Parcel

PAYMENT TERMS		2ND DAY OF 2ND MONTH		F.O.B. SPCOL DESTINATION UNLESS OTHERWISE INDICATED		SHIP VIA SEE BELOW	
ITEM SEQUENCE	QUANTITY ORDERED	ITEM IDENTIFICATION NO.	NOUN NAME	DESCRIPTION	RFG NUMBER	DATE REQUIRED	TAX CODE/ %
				BE ISSUED ON THE SECOND DAY OF THE SECOND MONTH FOLLOWING RECEIPT OF GOODS.			

----- RIGHT TO AUDIT -----
FOR SERVICES PERFORMED BY SELLER PURSUANT TO THIS PURCHASE ORDER, THE SELLER SHALL MAINTAIN AND GRANT ACCESS TO BUYER TO ALL PERTINENT LEDGERS, PAYROLL DATA, BOOKS, RECORDS, PERSONNEL DOCUMENTS, PAYROLL CORRESPONDENCE, WRITTEN INSTRUCTIONS, DRAWINGS, RECEIPTS, VOUCHERS AND OTHER DOCUMENTS FOR THE PURPOSE OF AUDITING THE CHARGES AND/OR ALL ADMINISTRATION. SELLER MUST SEGREGATE ITS RECORDS IN SUCH A MANNER AS TO FACILITATE A COMPLETE AUDIT AND AGREES THAT SUCH AUDIT MAY BE USED AS THE BASIS FOR SETTLEMENT OF CHARGES AGAINST THIS PURCHASE ORDER. SELLER FURTHER AGREES, FOR THIS PURPOSE, TO PRESERVE ALL SUCH DOCUMENTS FOR A PERIOD OF ONE (1) YEAR AFTER FINAL PAYMENT HEREUNDER.

PPAP SAMPLE SUBMISSION INSTRUCTIONS:
THE ENCLOSED LABEL (FORM GM #1387) MUST BE USED REGARDLESS OF THE METHOD OF SHIPMENT. THIS ASSURES SPECIAL HANDLING OF THE SAMPLE PARTS WHEN THEY ARRIVE AT DELPHI ENERGY & CHASSIS SYSTEMS. SAMPLE PARTS AND DOCUMENTATION FOR YOUR PPAP SHOULD BE SENT TO:

DELPHI
Automotive Systems

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

US

SEE BELOW

TO:
VENDOR NUMBER 111-926-9827
METALDYNE CORP
47659 HALYARD DR
PLYMOUTH MI
48170

INVOICE TO:
NO INVOICES REQUIRED TO ACCTS
PAYABLE UNLESS OTHERWISE
STATED ON PO OR RELEASE.

SHIP TO:
US
F.O.B.
SPCOL DESTINATION UNLESS OTHERWISE INDICATED
ALTERATION ISSUE DATE
10/07/03
P
BROOMELL
Buyer
ALTERATION EFFECTIVE
PURCHASING AGENT

PAYMENT TERMS
NET 2ND DAY OF 2ND MONTH

SHIP VIA
SEE BELOW

ITEM SEQUENCE	QUANTITY ORDERED	ITEM IDENTIFICATION NO. ITEM NAME	DESCRIPTION NUMBER	RFC NUMBER	DATE REQUIRED	TAX CODE/ %	BASE UNIT PRICE	PRICE PER ITEM MULTIPLE
			(HTTP://DELPHI.COVISINT.COM) FOR FREE REGISTRATION. CLICK ON THE REGISTRATION TAB, GO TO REGISTRATION TIMING AND CLICK ON "CLICK ON HERE TO REQUEST AN IMMEDIATE CONTACT FOR YOUR BUSINESS," FILL OUT THE FORM AND FOLLOW THE INSTRUCTIONS.					

TERMS AND CONDITIONS JANUARY 2001 APPLY
OF WHICH SUPPLIER HAS RECEIVED A COPY.

PURCHASE PAGE
ORDER: DCS9510

US

This Number Must Appear On All Invoices, Packing Slips,
Packages and Bills of Lading.

(2) copies of your packing slip must accompany each shipment.
Item Identification Number(s) must be shown on Packing Slips a
Invoices,
Invoices Attn: Accounts Payable
Do not Declare Valuation or Express Shipments or Insure Parcel
Post.

ORDER DATE	PHONE: 937 455-961 P BROOMELL Buyer
ALTERATION ISSUE DATE	
ALTERATION EFFECTIVE	
	PURCHASING AGENT

A003427 USER JANE T WILLIAMS

LAST PAGE



QUOTATION

47603 Halyard Drive, Plymouth, Michigan 48170-2429 (734) 207-6200

Quote # C03-0057A Revised

Date: 26-Sep-03

To: Delphi Energy & Chassis
M/C 1.08
2000 Forrer Blvd
Kettering, Ohio 45420
Attn: Mr. Phillip Broome - Senior Buyer

Customer Reference: QFR 12828
Part Number: 18077984
Part Name: Bracket - Front Caliper Brake -16"
Blue Print Date: 2-18-03 rev. 01 chg. A

Part #	LCR Volume	Price Each	Tooling Cost
<u>18077984</u>	<u>959,720 pcs.</u>	<u>\$5.85</u>	<u>\$185,350.00</u>
			<u>Based on award</u>
			<u>of both parts</u>

Remarks:

LLC

New, 16" brake bracket for GMX211/222 (Chevrolet) and GMX 232 (Buick).
1.) Productivity: 3%, 3%, 3%, 3% after (12) months from start of production
2.) Plating: DM7010 silver trivalent
3.) Production pattern tooling: \$111,350.00 (was \$112,700.00)
4.) Gages: \$50,000
5.) Plating racks: \$24,000.00 with award of 17" brake bracket
6.) Lead time to PPAP: 24-26 weeks off interim manufacturing process
7.) Proto type tooling: \$14,500.00
8.) Proto type piece price: \$125.00
9.) LCR volume 959,720 pcs. & MCR volume: 1,103,678 pcs.
10.) No Dunnage included in quote - Metaldyne requires part specific dunnage and will need to participate in dunnage design review with Delphi.
11.) Metaldyne request to make dimension for machined flat around brake guide pin hole 32mm radius +/- 1mm.
12.) Metaldyne will provide further detailed piece price breakdown upon awarding of business per C. Adams request
13.) Payment terms: MNS-2
14.) Per agreement for award of 16" / 17" quad brackets, Gen3-16" enhanced Mass P/N 18076163 productivity will be 3%(1-1-04), 3%(1-1-05) and 3% (1-1-06)

Special tools property of customer Yes
Quote is subject to acceptance by the Buyer
within 30 days from date of its receipt.

Part quoted based on Unit Gross Weight of 4.76 lbs est. lbs/each

Material cost of N/A each.

Weight Adjustment Factor \$0.180 per pound. N/A Machine only.

Price firm through N/A except for material cost changes and/or engineering changes.

Shipment of sample parts 24-26 weeks after receipt of order. (PPAP off interim production process)

Shipment of production parts 50-52 weeks after sample approved.

Packaging spec.: Carton/Flats Non-returnable wood pallets Palletainer Delphi returnable dunnage Other

If favored with an order for these parts, kindly issue purchase order to:

Metaldyne

Mr. Robert J. Wilinko
47603 Halyard Drive
Plymouth, Michigan 48170-2429

Respectfully submitted,
Metaldyne

Terms: Net 10th Prox

By: Robert J. Wilinko - Account Manager

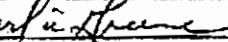
All Shipment F.O.B. Our plant

THE ACCEPTANCE OF ANY ORDER RESULTING FROM THIS QUOTATION IS DEPENDENT ON THE AVAILABILITY OF RAW MATERIALS AT THE TIME THE ORDER IS PLACED OR RELEASED. PRICE OF RAW MATERIALS AT THE TIME RECEIVED BY US AND CAPACITY AT TIME ORDER IS PLACED.

JAN 22 2005
FAXE FROM 18077985

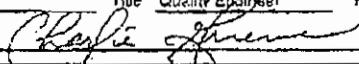
DaimlerChrysler Ford General Motors

Part Submission Warrant

Part Name	Bracket, front disc brake	Part Number	18077984
Safety and/or Government Regulation	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Engineering Drawing Change Level	Rev 001
Additional Engineering Changes	Ref: TIN R2950B		
Shown on Drawing Number	same	Purchase Order No.	
Checking Aid Number	Engineering Change Level		
SUPPLIER MANUFACTURING INFORMATION		SUBMISSION INFORMATION	
Metaldyne Supplier Name	<input checked="" type="checkbox"/> Dimensional <input checked="" type="checkbox"/> Materials/Function <input type="checkbox"/> Appearance		
220 Industrial Blvd. Street Address	Customer Name/Division Delphi E & C		
Greenville, NC City State Zip	Buyer/Buyer Code Phil Broomell / 937-455-9685		
Application 16" QUAD bracket			
Note: Does this part contain any restricted or reportable substances?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Are plastic parts identified with appropriate ISO marking codes?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
REASON FOR SUBMISSION:			
<input checked="" type="checkbox"/> Initial submission	<input type="checkbox"/> Change to Optional Construction or Material		
<input type="checkbox"/> Engineering Change(s)	<input type="checkbox"/> Sub-Supplier or Material Source Change		
<input type="checkbox"/> Tooling Transfer, Replacement, Refurbishment, or additional	<input type="checkbox"/> Change in Part Processing		
<input type="checkbox"/> Correction of Discrepancy	<input type="checkbox"/> Parts produced at Additional Location		
<input type="checkbox"/> Tooling Inactive > than 1 year	<input type="checkbox"/> Other - please specify		
REQUESTED SUBMISSION LEVEL (Check one)			
<input type="checkbox"/> Level 1 - Warrant only (and for designated appearance items, an Appearance Approval Report) submitted to customer.			
<input type="checkbox"/> Level 2 - Warrant with product samples and limited supporting data submitted to customer.			
<input checked="" type="checkbox"/> Level 3 - Warrant with product samples and complete supporting data submitted to customer.			
<input type="checkbox"/> Level 4 - Warrant and other requirements as defined by customer.			
<input type="checkbox"/> Level 5 - Warrant with product samples and complete supporting data reviewed at supplier's manufacturing location.			
SUBMISSION RESULTS			
The results for <input checked="" type="checkbox"/> dimensional measurements <input checked="" type="checkbox"/> material and functional tests <input checked="" type="checkbox"/> appearance criteria <input checked="" type="checkbox"/> statistical process package			
These results meet all drawing and specification requirements: <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO (If "NO" - Explanation Required)			
Mold / Cavity / Production Process			
DECLARATION			
I affirm that the samples represented by this warrant are representative of our parts, have been made to the applicable Production Part Approval Process Manual 3rd Edition Requirements. I further warrant these samples were produced at the production rate of . I have noted any deviations from this declaration below.			
EXPLANATION/COMMENTS: This is in addition to original submission dated 04/15/04			
Print Name	Charlie Greene	Title	Quality Engineer
Phone No.	252-758-2528	Fax No.	252-758-2538
Supplier Authorized Signature			
Date 05/24/04			
FOR CUSTOMER USE ONLY (IF APPLICABLE)			
Part Warrant Disposition:	<input checked="" type="checkbox"/> Approved <input type="checkbox"/> Rejected <input type="checkbox"/> Other	Part Functional Approval:	<input type="checkbox"/> Approved <input type="checkbox"/> Waived
Customer Name			
			Date 28 JUN '04

DaimlerChrysler Ford General Motors

Part Submission Warrant

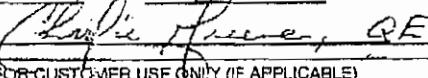
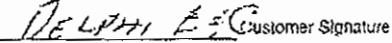
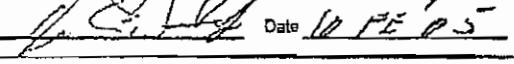
Part Name	Bracket, front disc brake		Part Number	18077984	
Safety and/or Government Regulation	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		Engineering Drawing	Change Level	Dated
				1	11 SE 03
Additional Engineering Changes	Ref: TIN R4385B, attachment 10				Dated 06 OC 04
Shown on Drawing Number	18077985		Purchase Order No.		Weight (kg) 1,9799
Checking Aid Number			Engineering Change Level	Rev 03	Dated 30 SE 04
SUPPLIER MANUFACTURING INFORMATION			SUBMISSION INFORMATION		
Metaldyne Supplier Name			<input type="checkbox"/> Dimensional <input checked="" type="checkbox"/> Materials/Function <input checked="" type="checkbox"/> Appearance		
220 Industrial Blvd. Street Address			Customer Name/Division Delphi E & C		
Greenville,	NC		Buyer/Buyer Code	Phil Broomall / 937-455-9665	
City	State	Zip	Application	16" QUAD Bracket	
Note:	Does this part contain any restricted or reportable substances?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	Are plastic parts identified with appropriate ISO marking codes?			N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No
REASON FOR SUBMISSION					
<input type="checkbox"/> Initial submission		<input type="checkbox"/> Change to Optional Construction or Material			
<input checked="" type="checkbox"/> Engineering Change(s)		<input type="checkbox"/> Sub-Supplier or Material Source Change			
<input type="checkbox"/> Tooling, Transfer, Replacement, Refurbishment, or additional		<input type="checkbox"/> Change in Part Processing			
<input type="checkbox"/> Correction of Discrepancy		<input type="checkbox"/> Parts produced at Additional Location			
<input type="checkbox"/> Tooling Inactive > than 1 year		<input type="checkbox"/> Other - please specify			
REQUESTED SUBMISSION LEVEL (Check one)					
<input type="checkbox"/> Level 1 - Warrant only (and for designated appearance items, an Appearance Approval Report) submitted to customer.					
<input type="checkbox"/> Level 2 - Warrant with product samples and limited supporting data submitted to customer.					
<input type="checkbox"/> Level 3 - Warrant with product samples and complete supporting data submitted to customer.					
<input checked="" type="checkbox"/> Level 4 - Warrant and other requirements as defined by customer.					
<input type="checkbox"/> Level 5 - Warrant with product samples and complete supporting data reviewed at supplier's manufacturing location.					
SUBMISSION RESULTS					
The results for <input checked="" type="checkbox"/> dimensional measurements <input checked="" type="checkbox"/> material and functional tests <input type="checkbox"/> appearance criteria <input checked="" type="checkbox"/> statistical process package					
These results meet all drawing and specification requirements: <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO (If "NO" - Explanation Required)					
Mold / Cavity / Production Process					
DECLARATION					
I affirm that the samples represented by this warrant are representative of our parts, have been made to the applicable Production Part Approval Process Manual 3rd Edition Requirements. I further warrant these samples were produced at the production rate of N/A. I have noted any deviations from this declaration below.					
EXPLANATION/COMMENTS: PPAP submission req'mts per e-mail from Audrey Gamble dated 10/12/04, attached					
Print Name	Charlie Greene	Title	Quality Engineer	Phone No.	252-758-2526 Fax No. 252-758-2538
Supplier Authorized Signature				Date	11/11/2004
FOR CUSTOMER USE ONLY (IF APPLICABLE)					
Part Warrant Disposition:	<input checked="" type="checkbox"/> Approved <input type="checkbox"/> Rejected <input type="checkbox"/> Other		Part Functional Approval:	<input type="checkbox"/> Approved <input type="checkbox"/> Waived	
Customer Name			Customer Signature	 Date 07 DE '04	

July 1999 CFG-1001

The original copy of this document shall remain at the supplier's location
while the part is active (see Glossary).Optional customer tracking
number: # _____

DaimlerChrysler Ford General Motors

Part Submission Warrant

Part Name	Bracket, Front disc brake		Part Number	18077984	
Safety and/or Government Regulation	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Engineering Drawing Change Level	Rev 01	Dated 11 SE 03
Additional Engineering Changes	P 4385-B				Dated 06 Oct 04
Shown on Drawing Number	18077985 H4		Purchase Order No.		Weight (kg) 1.9799
Checking Aid Number			Engineering Change Level	Rev 03	Dated 30 SE 04
SUPPLIER MANUFACTURING INFORMATION			SUBMISSION INFORMATION		
Metaldyne Supplier Name		<input checked="" type="checkbox"/> Dimensional		<input checked="" type="checkbox"/> Materials/Function	<input type="checkbox"/> Appearance
220 Industrial Blvd. Street Address		Customer Name/Division Delphi E & C			
Greenville,	NC	City	State	Zip	Buyer/Buyer Code Phil Broomell / 937-455-9665
				Application 16" QUAD bracket	
Note:	Does this part contain any restricted or reportable substances?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Are plastic parts identified with appropriate ISO marking codes?			N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No
REASON FOR SUBMISSION					
<input type="checkbox"/> Initial submission	<input type="checkbox"/> Change to Optional Construction or Material				
<input type="checkbox"/> Engineering Change(s)	<input type="checkbox"/> Sub-Supplier or Material Source Change				
<input type="checkbox"/> Tooling: Transfer, Replacement, Refurbishment, or additional	<input type="checkbox"/> Change in Part Processing				
<input type="checkbox"/> Correction of Discrepancy	<input type="checkbox"/> Parts produced at Additional Location				
<input type="checkbox"/> Tooling Inactive > than 1 year	<input checked="" type="checkbox"/> Other - please specify				
Parts produced at machine builder in Germany					
REQUESTED SUBMISSION LEVEL (Check one)					
<input type="checkbox"/> Level 1 - Warrant only (and for designated appearance items, an Appearance Approval Report) submitted to customer.					
<input type="checkbox"/> Level 2 - Warrant with product samples and limited supporting data submitted to customer.					
<input type="checkbox"/> Level 3 - Warrant with product samples and complete supporting data submitted to customer.					
<input checked="" type="checkbox"/> Level 4 - Warrant and other requirements as defined by customer.					
<input type="checkbox"/> Level 5 - Warrant with product samples and complete supporting data reviewed at supplier's manufacturing location.					
SUBMISSION RESULTS					
The results for <input checked="" type="checkbox"/> dimensional measurements <input type="checkbox"/> material and functional tests <input type="checkbox"/> appearance criteria <input type="checkbox"/> statistical process package					
These results meet all drawing and specification requirements: <input checked="" type="checkbox"/> YES <input checked="" type="checkbox"/> NO (If "NO" - Explanation Required)					
Mold / Cavity / Production Process					
DECLARATION					
I affirm that the samples represented by this warrant are representative of our parts, have been made to the applicable Production Part Approval Process Manual 3rd Edition Requirements. I further warrant these samples were produced at the production rate of n/s. I have noted any deviations from this declaration below.					
EXPLANATION/COMMENTS:					
Print Name	Charlie Greene	Title	Quality Engineer	Phone No.	252-758-2526 Fax No. 252-758-2538
Supplier Authorized Signature				Date	12/23/2004
FOR CUSTOMER USE ONLY (IF APPLICABLE)					
Part Warrant Disposition:	<input checked="" type="checkbox"/> Approved	<input type="checkbox"/> Rejected	Part Functional Approval:	<input type="checkbox"/> Approved	
	<input type="checkbox"/> Other			<input type="checkbox"/> Waived	
Customer Name			Customer Signature		
Date	10/26/05				

DELPHI
Automotive Systems

FILE COPY

PURCHASE PAGE 1
ORDER: **DCS99512**

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

US

SHIP TO:

US

SEE BELOW

NO INVOICES REQUIRED TO ACCTS PAYABLE UNLESS OTHERWISE STATED ON PO OR RELEASE.

VENDOR NUMBER 11-926-9827
METALDYNE CORP
METALDYNE
47659 HALYARD DR
PLYMOUTH MI
48170

US

This order is not binding until acceptance, should be dated or acknowledged every month when the order is placed. On the reverse side list here all the terms and conditions in which seller agrees by acceptance of the order. This order, including the terms and conditions on the face and reverse side hereof, constitute the complete set of terms and conditions between buyer and seller and no other agreement in any way modifying any of said terms and conditions will be binding upon the buyer unless made in writing and signed by buyer's authorized representative. If Government Contract Number is shown, additional terms and conditions will be binding upon the buyer.

Attached Hereto and by Reference is a copy of the Standard Terms and Conditions of Sale.

ORDER DATE	PHONE: 937 455-9665
ALTERATION ISSUE DATE	8X Buyer
ALTERATION EFFECTIVE DATE	PURCHASING AGENT

PAYMENT TERMS
NET 2ND DAY OF 2ND MONTH

F.O.B. DESTINATION UNLESS OTHERWISE INDICATED

SHIP VIA SEE BELOW

ITEM SEQUENCE	QUANTITY ORDERED	ITEM IDENTIFICATION NO.	ITEM NAME	DESCRIPTION	REF. NUMBER	DATE REQUIRED	TAX CODE/ %	BASE UNIT PRICE	PRICE MULTIPLE MEASURE
			THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY USD DOLLAR (UNITED STATES)	PLEASE MAIL TWO (2) COPIES OF YOUR INVOICE TO: DELPHI ENERGY & CHASSIS SYSTEMS ATTN: MARILYN TRAPPE, MAIL STOP 1-08 P.O. BOX 1042 DAYTON, OH 45401 ANY QUESTIONS CONCERNING THIS RELEASE, PLEASE CALL PHIL BRODMELL, PH: 937-455-9665, FAX: 937-455-9133.					

TOOLING LOCATION:

METALDYNE CORP
220 INDUSTRIAL BLVD
GREENVILLE NC 27834 USA
PITT COUNTY

00001

1 PRR678027 001

118077858 BRACKET-FRT DISC BRK (CTD) 17"

10/07/03 C 0.00%

LOT

CM GAGE FIXTURE
LOCATION GAGES
THREAD DETECTION GAGE
PLATING RACKS
FOUNDRY TOOLING (PATTERN/TRIM DIES)
WHO ORDERED: H.T.CHANG

UNFACT REVIEW
Art Number
Init Price
Jolting Amount
Effective Date
Other
TOOLING PO. FOR P/N 118077858 ("BRACKET")

185350.0000

A003427 USER JANE T. WILLIAMS

2
shots 11/98

DELPHI
Automotive Systems

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

US

US

SHIP TO:

US

US

PURCHASE PAGE 2

DCS99512

NO INVOICES REQUIRED TO ACCTS PAYABLE UNLESS OTHERWISE STATED ON PO OR RELEASE.

VENDOR NUMBER 11-926-9827
METALDYNE CORP
METALDYNE
47659 HALYARD DR
PLYMOUTH MI
48170

ORDER DATE 10/07/03
ALTERATION ISSUE DATE 8X
ALTERATION EFFECTIVE
PURCHASING AGENT

This credit is not being used against receivable. Receipts should be executed on a credit sales basis. Credit terms and conditions in which sales are made by acceptance of this credit. This credit includes the terms and conditions of the sale, including the credit period, the credit limit, and the credit period. It may modify any and all terms and conditions will be binding upon the buyer unless made in writing and signed by buyer's authorized representative. If Government Contract Number is shown, herein, additional terms and conditions attached hereto apply.

PAYMENT TERMS NET 2ND DAY OF 2ND MONTH

F.O.B. SPCOL DESTINATION UNLESS OTHERWISE INDICATED

SHIP VIA SEE BELOW

ITEM QUANTITY ORDERED ITEM IDENTIFICATION NO. NOUN NAME DESCRIPTION RFO NUMBER

SEQUENCE DATE REQUIRED TAX CODE/ %

NUMBER BASE UNIT PRICE

PRICE UNIT OF MULTIPLE MEASURE

THE SUPPLIER IS RESPONSIBLE FOR MAINTAINING TOOLS TO PRODUCE 100% PARTS TO SPECIFICATIONS FOR THE LIFE OF THE PART. PPAP SUBMISSION AT NO CHARGE. YOUR PACKING SLIP SHOULD BE MARKED ACCORDINGLY AND ALSO MUST INCLUDE PART AND PURCHASE ORDER NUMBER.

FORCED LABOR---
SELLER REPRESENTS THAT GOODS PURCHASED UNDER THIS ORDER WERE NOT PRODUCED WITH FORCED LABOR (AS DEFINED IN 19 U.S.C. 1307) EITHER BY SELLER OR SELLER'S SUPPLIERS. SELLER SHALL INDEMNIFY BUYER AGAINST ANY LIABILITY BUYER MAY INCUR IF THIS REPRESENTATION IS INCORRECT.

SELLER AGREES TO PROVIDE ALL INFORMATION NECESSARY FOR BUYER TO COMPLY WITH ALL APPLICABLE LAWS, REGULATIONS AND RELATED LEGAL REPORTING OBLIGATIONS IN THE COUNTRY(IES) OF DESTINATION. SELLER AGREES TO PROVIDE ALL DOCUMENTATION AND/OR ELECTRONIC TRANSACTION RECORDS TO ALLOW BUYER TO MEET CUSTOMS RELATED OBLIGATIONS, ANY LOCAL CONTENT/ORIGIN REQUIREMENTS, AND TO OBTAIN ALL TARIFF AND TRADE PROGRAM DUTY, AVOIDANCE(S) AND/OR REFUND BENEFITS, WHERE APPLICABLE.

SELLER AGREES TO COMPLY WITH THE AUTOMOTIVE INDUSTRY

A003427 USER JANE T WILLIAMS

CONTINUE PAGE

3
smoxos 11/28

DELPHI

Automotive Systems

SEE BELOW

PURCHASE ORDER:

PAGE 3

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

SHIP TO:
US
INVOICE TO:
NO INVOICES REQUIRED TO ACCTS
PAYABLE UNLESS OTHERWISE
STATED ON PO OR RELEASE.

This Number Must Appear On All Invoices. Packing Slips,
(2) copies of your packing slip must accompany each shipment
Item Identification Number(s) must be shown on Packing Slips and
Invoices.
Do not declare Valuation or Express Shipments or insure FOB
Post.

TO:
 VENDOR NUMBER 11-926-9827
METALDYNE CORP
METALDYNE
47659 HALYARD DR
PLYMOUTH MI
48170

This order is only valid until accepted. Acceptance should be received on acknowledgement copy which should be
returned to Delphi. If no acknowledgement is received within 10 days of the date of this order, it will be assumed that the order has been accepted. The date of this order is the date of acceptance. The date of acceptance is the date of the acknowledgement copy received by Delphi. If the acknowledgement copy is signed by a person other than the person who signed the original order, the acknowledgement copy must be signed by the person who signed the original order. If Government Contract Number is shown hereon, additional terms and conditions
Attached Hereto Apply.

ORDER DATE	PHONE: 937 455-9665
ALTERATION ISSUE DATE	P BROOME _{LL} Buyer
ALTERATION EFFECTIVE DATE	
PURCHASING AGENT	

PAYMENT TERMS
NET 2ND DAY OF 2ND MONTH

F.O.B. SPCOL DESTINATION UNLESS OTHERWISE INDICATED

SHIP VIA
SEE BELOW

ITEM SEQUENCE	QUANTITY ORDERED	ITEM IDENTIFICATION NO.	ITEM NAME DESCRIPTION	REQ. NUMBER	DATE REQUIRED	TAX CODE/ %	BASE UNIT PRICE	PRICE MULTIPLE MESSAGE
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ACTION GROUP'S (AIAG) DOCUMENT AND EDI PROTOCOL AND
STANDARDS IN THEIR SUPPLIER INFORMATION KIT FOR U.S.,
CANADA, AND MEXICO IMPORTS.

SELLER AGREES TO ASSUME, AND TO INDEMNIFY BUYER
AGAINST, ANY AND ALL FINANCIAL RESPONSIBILITY
ARISING FROM SELLER'S FAILURE TO COMPLY WITH THESE
REQUIREMENTS AND/OR TO SUPPLY BUYER WITH THE
INFORMATION REQUIRED TO MEET LEGAL REPORTING
OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, ANY
FINES, PENALTIES, FORFEITURES, OR COUNSEL FEES
INCURRED OR IMPOSED AS A RESULT OF ACTIONS TAKEN BY
THE IMPORTING COUNTRY'S GOVERNMENT.

THIS ORDER COVERS NECESSARY TOOLS FOR THE
PRODUCTION ITEM LISTED ON THIS PURCHASE ORDER.
TOOLS TO BE CONSTRUCTED TO HAVE A NET CAPACITY
OF 870 PIECES/DAY.

DELPHI SUPPLIER TOOLING AGREEMENT APPLIES. PPAP MUST
BE SUBMITTED BY 3/25/04. SUBMISSION MUST BE
APPROVED BEFORE PAYMENT FOR TOOLING AND BEFORE
SHIPMENT OF PRODUCTIVE PARTS.

THE PAYMENT DATE SHALL BE THE DATE ESTABLISHED
BY BUYER'S MULTILATERAL NETTING SYSTEM (MNS-2)
OR WHICH PROVIDES ON AVERAGE, THAT PAYMENT SHALL

*

DELPHI

Automotive Systems

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

US

TO:
VENDOR NUMBER 11-926-9827
METALDYNE CORP
47659 HALYARD DR
PLYMOUTH MI
48170

PAYABLE UNLESS OTHERWISE
STATED ON PO OR RELEASE.

INVOICE TO: NO INVOICES REQUIRED TO ACCTS
US

This order is not binding until accepted. Acceptance should be in writing or acknowledge in writing every order placed by Delphi. The parties to this contract shall be bound by the terms and conditions of the contract. Delphi reserves the right to cancel any order for any reason, including non-payment of bills when and if Government Contract Number is shown hereon. Additional Terms and Conditions Attached Hereto Apply.

ORDER DATE 10/07/03 PHONE: 937 455-9865
ALTERATION ISSUE DATE 8X P BRONNELL
Buyer

ALTERATION EFFECTIVE PURCHASING AGENT

U.S.

PURCHASE ORDER: DCS99512

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This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading.
(2) copies of your packing slip must accompany each shipment.

Item Identification Number(s) must be shown on Packing Slips and Invoices.
Invoice Amt. Accounts Payable
Do not declare Valuation of Express Shipments or Insure Parcel Post.

ITEM SEQUENCE	QUANTITY ORDERED	ITEM IDENTIFICATION NO.	ITEM NAME	DESCRIPTION	RFQ NUMBER	DATE REQUIRED	TAX CODE/ %	BASE UNIT PRICE	PRICE MULTIPLE MEASURE	
				RIGHT TO AUDIT FOR SERVICES PERFORMED BY SELLER PURSUANT TO THIS PURCHASE ORDER. THE SELLER SHALL MAINTAIN AND GRANT ACCESS TO BUYER TO ALL PERTINENT LEDGERS, PAYROLL DATA, BOOKS, RECORDS, PERSONNEL DOCUMENTS, PAYROLL CORRESPONDENCE, WRITTEN INSTRUCTIONS, DRAWINGS, RECEIPTS, VOUCHERS AND OTHER DOCUMENTS FOR THE PURPOSE OF AUDITING THE CHARGES AND/OR ALL ADMINISTRATION. SELLER MUST SEGREGATE ITS RECORDS IN SUCH A MANNER AS TO FACILITATE A COMPLETE AUDIT AND AGREES THAT SUCH AUDIT MAY BE USED AS THE BASIS FOR SETTLEMENT OF CHARGES AGAINST THIS PURCHASE ORDER. SELLER FURTHER AGREES FOR THIS PURPOSE TO PRESERVE ALL SUCH DOCUMENTS FOR A PERIOD OF ONE (1) YEAR AFTER FINAL PAYMENT HEREUNDER.					SEE BELOW	

*
PPAP SAMPLE SUBMISSION INSTRUCTIONS:
THE ENCLOSED LABEL (FORM GM #1387) MUST BE USED
REGARDLESS OF THE METHOD OF SHIPMENT. THIS ASSURES
SPECIAL HANDLING OF THE SAMPLE PARTS WHEN THEY
ARRIVE AT DELPHI ENERGY & CHASSIS SYSTEMS.
SAMPLE PARTS AND DOCUMENTATION FOR YOUR PPAP
SHOULD BE SENT TO:

A003427 USER JANE T WILLIAMS

CONTINUE PAGE

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5/20/03 11/98



QUOTATION

47603 Halyard Drive, Plymouth, Michigan 48170-2429 (734) 207-6200

Quote # C03-0058A Revised
Date: 26-Sep-03

To: Delphi Energy & Chassis
M/C 1.08
2000 Forrer Blvd
Kettering, Ohio 45420
Attn: Mr. Phillip Broomell - Senior Buyer

Customer Reference: QFR 12829
Part Number: 18077858
Part Name: Bracket - Front Caliper Brake - 17"
Blue Print Date: 2-26-02 rev. 01 chg. A

Part #	LCR Volume	Price Each	Tooling Cost
<u>18077858</u>	<u>181,400 pcs.</u>	<u>\$5.80</u>	<u>\$185,380.00</u>
			<u>Based on award</u>
			<u>of both parts</u>

Remarks:
New Delphi 17" design brake bracket for GMX272 (Deville) application.
1.) Productivity: 3%, 3%, 3%, 3% after (12) months from start of production
2.) Plating: DM7010 Silver trivalent
3.) Gages: \$50,000
4.) Pattern tooling: \$111,350.00 (was \$112,700.00)
5.) Plating racks: \$24,000 with award of 16" brake bracket
6.) Lead time to PPAP: 24-26 weeks off interim manufacturing process
7.) Proto type tooling: \$ 14,500.00
8.) Proto type Price: \$125.00
9.) LCR volume: 181,400 pcs & MCR volume: 208,610 pcs.
10.) No Dunnage included in quote. Metaldyne requires part specific dunnage and will need to participate in dunnage design review with Delphi.
11.) Metaldyne request for dimension of machined flat around brake caliper guide pin to be 32mm radius +/- 1mm.
12.) Metaldyne will provide further detailed piece price breakdown upon awarding of business per C. Adams request.
13.) Payment terms: MNS-2
14.) Per agreement for award of 16" / 17" quad brackets, Gen3-16' enhanced mass, P/N 18076163 productivity will be 3%(1-1-04), 3%(1-1-05), 3%(1-1-06)

Special tools property of customer Yes
Quote is subject to acceptance by the Buyer
within 30 days from date of its receipt.

Part quoted based on Unit Gross Weight of 5.23 lbs est. lbs./each

Material cost of N/A each.

Weight Adjustment Factor \$0.180 per pound. N/A Machine only.

Price firm through N/A except for material cost changes and/or engineering changes.

Shipment of sample parts 24-26 weeks after receipt of order. (PPAP off interim production process)

Shipment of production parts 50-52 weeks after sample approved.

Packaging spec.: Carton/Flats Non-returnable wood pallets Palletainer Delphi returnable dunnage Other

If favored with an order for these parts, kindly issue purchase order to:

Metaldyne

Mr. Robert J. Wilinko

47603 Halyard Drive

Plymouth, Michigan 48170-2429

Respectfully submitted,
Metaldyne

Terms: Net 10th Prox

By: Robert J. Wilinko - Account Manager

All Shipment F.O.B. Our plant

THE ACCEPTANCE OF ANY ORDER RESULTING FROM THIS QUOTATION IS DEPENDENT UPON THE AVAILABILITY OF RAW MATERIAL AT THE TIME THE ORDER IS PLACED OR RELEASED. PRICE OF RAW MATERIAL AT THE TIME RECEIVED BY US AND CAPACITY AT THE TIME ORDER IS PLACED.